



# FirstRand Bank

(Registration Number 1929/001225/06)

(Incorporated with limited liability in the Republic of South Africa)

## Issue of ZAR245,000,000.00 Notes with a Maturity Date of 31 July 2022

Stock code FRS227

## Under its ZAR30,000,000,000 Note Programme

This document constitutes the Applicable Pricing Supplement relating to the issue of the Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Terms and Conditions**”) set forth in the Programme Memorandum dated 29 November 2011, as amended and updated from time to time (the “**Programme Memorandum**”). This Applicable Pricing Supplement must be read in conjunction with the Programme Memorandum. The Notes described herein are issued on and subject to the Terms and Conditions as amended and/or supplemented by the terms and conditions contained in this Applicable Pricing Supplement. To the extent that there is any conflict or inconsistency between the contents of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail. Subject to as provided below, any capitalised terms not defined in this Applicable Pricing Supplement shall have the meaning ascribed to them in the Terms and Conditions. To the extent that certain provisions of the *pro forma* Pricing Supplement do not apply to the Notes described herein, they may be deleted in this Applicable Pricing Supplement or indicated to be not applicable.

### Description of the Notes

1.	Issuer:	FirstRand Bank Limited
2.	Status of Notes:	Unsecured
3.	Form of Notes:	Listed Registered Notes
4.	Series Number:	227
5.	Tranche Number:	1
6.	Specified Currency of the Notes:	ZAR
7.	Aggregate Nominal Amount:	
	(a) Series:	ZAR245,000,000
	(b) Tranche:	ZAR245,000,000
8.	Nominal Amount per Note:	ZAR1,000,000
9.	Specified Denomination and number of Notes:	ZAR1,000,000 and 245 Notes
10.	Issue Date of the Notes:	31 July 2020
11.	Issue Price of the Notes:	100% (one hundred percent) of par
12.	Relevant Stock Exchange:	JSE
13.	Integral multiples of Notes required for transfer:	N/A
14.	Type of Notes:	Structured Notes
15.	If Structured Notes:	Non-Standard Structured Notes

- |     |                                                                             |                                                                        |
|-----|-----------------------------------------------------------------------------|------------------------------------------------------------------------|
| 16. | Deposit Notes                                                               | No                                                                     |
| 17. | Redemption/Payment Basis:                                                   | Redemption at the Final Redemption Amount as specified in paragraph 36 |
| 18. | Automatic/Optional Conversion from one Redemption/Payment Basis to another: | N/A                                                                    |
| 19. | Partly Paid Note Provisions:                                                | N/A                                                                    |

**Provisions relating to interest (if any) payable on the Note**

- |     |                                                                   |                                                                                                                                                                                                                                                                                                                                                                                          |
|-----|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 20. | <b>General Interest Provisions</b>                                |                                                                                                                                                                                                                                                                                                                                                                                          |
| (a) | Interest payable on the Note:                                     | Yes                                                                                                                                                                                                                                                                                                                                                                                      |
| (b) | Interest Basis:                                                   | Floating Rate Note                                                                                                                                                                                                                                                                                                                                                                       |
| (c) | Automatic/Optional Conversion from one Interest Basis to another: | N/A                                                                                                                                                                                                                                                                                                                                                                                      |
| (d) | Interest Commencement Date:                                       | 31 July 2020                                                                                                                                                                                                                                                                                                                                                                             |
| (e) | Default Rate:                                                     | N/A                                                                                                                                                                                                                                                                                                                                                                                      |
| 21. | <b>Fixed Rate Note Provisions:</b>                                | N/A                                                                                                                                                                                                                                                                                                                                                                                      |
| 22. | <b>Floating Rate Note Provisions:</b>                             | Applicable                                                                                                                                                                                                                                                                                                                                                                               |
| (a) | Manner in which the Interest Rate[s] is/are to be determined:     | Screen Rate Determination                                                                                                                                                                                                                                                                                                                                                                |
| (b) | If Screen Rate Determination:                                     |                                                                                                                                                                                                                                                                                                                                                                                          |
| -   | Reference Rate:                                                   | 3 Month JIBAR                                                                                                                                                                                                                                                                                                                                                                            |
| -   | Interest Determination Date[s]:                                   | The first Business Day of each Interest Period, with the first Interest Determination Date being the Issue Date                                                                                                                                                                                                                                                                          |
| -   | Relevant Screen Page and Reference Code:                          | SAFEY Page and ZAR-JIBAR-SAFEX                                                                                                                                                                                                                                                                                                                                                           |
| -   | Relevant Time:                                                    | 11:00am                                                                                                                                                                                                                                                                                                                                                                                  |
| -   | Relevant Financial Centre:                                        | Johannesburg                                                                                                                                                                                                                                                                                                                                                                             |
| (c) | Margin[s]:                                                        | 600 basis points                                                                                                                                                                                                                                                                                                                                                                         |
| (d) | Minimum Rate[s] of Interest:                                      | N/A                                                                                                                                                                                                                                                                                                                                                                                      |
| (e) | Maximum Rate[s] of Interest:                                      | N/A                                                                                                                                                                                                                                                                                                                                                                                      |
| (f) | Interest Payment Dates:                                           | 31 January, 30 April, 31 July and 31 October, in each year until the Maturity Date, or, if such day is not a Business Day, the Business Day on which interest will be paid adjusted in accordance with the applicable Business Day Convention (as specified in this Applicable Pricing Supplement).                                                                                      |
| (g) | Interest Period[s]:                                               | Each period commencing on (and including) an Interest Payment Date and ending on (but excluding) the following Interest Payment Date; provided that the first interest period will commence on (and include) the Interest Commencement Date and end on (but exclude) 31 October 2020 (each Interest Payment Date as adjusted in accordance with the applicable Business Day Convention). |
| (h) | Specified Period:                                                 | N/A                                                                                                                                                                                                                                                                                                                                                                                      |

	(i) Day Count Fraction:	Actual/365
23.	<b>Zero Coupon Note Provisions:</b>	N/A
24.	<b>Index Linked Interest Note Provisions:</b>	N/A
25.	<b>Dual Currency Note Provisions:</b>	N/A
26.	<b>Mixed Rate Note Provisions:</b>	N/A
<b>Provisions relating to redemption</b>		
27.	Exchange Rate Time:	N/A
28.	Maturity Date:	31 July 2022
29.	Early Redemption following the occurrence of:	
	(a) Tax Event:	Applicable
	(b) Change in Law:	Applicable
	(c) Hedging Disruption:	Applicable
	(d) Increased Cost of Hedging:	Applicable
	(e) Other:	The Issuer sends a notice to the Noteholder stating that in the Calculation Agent's then estimation, acting in good faith and in a commercially reasonable manner, the Early Redemption Amount is equal to or less than 30% of the Aggregate Nominal Amount of the Notes.
		For the purposes of this paragraph 29(e), any notice delivered by the Issuer to the Noteholders shall, notwithstanding the provisions of Condition 22.1 ( <i>Notice by the Issuer</i> ) to the contrary, only be made by way of announcement on the Stock Exchange News Service of the JSE Limited ("SENS") by no later than 1 Business Day following the occurrence of the aforementioned event.
		The Early Redemption Date for the purposes of this paragraph 29(e) shall be the date specified by the Issuer in the notice, which Early Redemption Date will be at least 3 Business Days after the relevant event or any date thereafter.
30.	Early Redemption at the Option of the Issuer:	Applicable
	(a) Optional Redemption Date[s]:	The date specified as such in the Issuer Redemption Notice.
	(b) Optional Redemption Amount[s] and method, if any, of calculation of such amount[s]:	The Early Redemption Amount as set out in paragraph 37.
	(c) Optional Redemption Payment Date:	Optional Redemption Date
	(d) Notice period:	At least 10 (ten) calendar days' notice. For the purposes of this paragraph 30, any Issuer Redemption Notice delivered by the Issuer to the Noteholders shall only be made by way of announcement on SENS.
	(e) If redeemable in part:	N/A
31.	Early Redemption at the Option of the	N/A

Noteholders:

32. Valuation Date: N/A
33. Valuation Time: N/A
34. Market Disruption Event: N/A
35. (a) Averaging Dates: N/A
- (b) Consequences of an Averaging Date being a Disrupted Day: N/A
36. Final Redemption Amount: An amount in ZAR determined and calculated by the Calculation Agent equal to the Swap Linked Redemption Amount.
- $$SLRA = N + L * C$$
- Where
- “SLRA” means the Swap Linked Redemption Amount
- “N” means the Aggregate Nominal Amount
- “L” means Leverage Factor, being 2
- “C” means the change in the mark-to-market value on the Interest Rate Swap(1) from the Trade Date until the Swap Valuation Date, as determined by the Calculation Agent acting in a commercially reasonable manner, based on the Issuer’s asset curve and including (without duplication or limitation) the amount required (positive or negative) to settle Hedging Positions (which will be early terminated by the Issuer). For the avoidance of doubt, the Hedging Positions include the Interest Rate Swap(1), which will be terminated.
- “Interest Rate Swap(1)” means a 10 year interest rate swap entered into by the Issuer fixed at a rate of 6.43% against 3 Month JIBAR
- “Trade Date” means 24 July 2020
- “Swap Valuation Date” means 25 July 2022
- “\*” means “multiplied by”.
37. Early Redemption Amount: Means the amount in South African Rands determined by the Calculation Agent in good faith and in a commercially reasonable manner as the market value of the Notes following the event triggering the early redemption, adjusted to take into account any costs, losses and expenses which are incurred (or expected to be incurred) by (or on behalf of) the Issuer in connection with the early redemption of the Notes, including (without duplication or limitation) the amount required (positive or negative) to settle Hedging Positions (which will be early terminated by the Issuer) and Unwind Costs. For the avoidance of doubt, the Hedging Positions include the Interest Rate Swap(1) and where the Early Termination Date occurs prior to 25 July 2022, Interest Rate Swap (2), which will be terminated.
- “Unwind Costs” means an amount determined by the Calculation Agent equal to the sum of (without

duplication) the Issuer's expenses (including loss of funding), tax, duties, losses, costs, fees, charges (expressed as a negative number) or gain (expressed as a positive number) incurred (or expected to be incurred) by or on behalf of the Issuer and/or any of its Affiliates as a result of its terminating, liquidating, modifying, obtaining or re-establishing any hedges or related trading positions or funding arrangements entered into by it (including with its internal functions).

"Interest Rate Swap(2)" means a 2 year interest rate swap entered into by the Issuer on the Trade Date fixed at a rate of 3.855% against 3 Month JIBAR

38.	Settlement Currency:	ZAR
39.	The maximum and minimum number of Business Days prior to the Early Redemption Date on which Issuer Redemption Notices and Special Redemption Notices must be given by the Issuer:	10 (ten) calendar days
40.	Time for receipt of Early Redemption Notice and/or Noteholder's Notice:	10:00 am Johannesburg time, as stated in the Terms and Conditions
41.	Redemption Notice Time:	10:00 am Johannesburg time, as stated in the Terms and Conditions
42.	Procedures for giving Issuer Redemption Notice if other than as specified in Condition 10.3 ( <i>Redemption Notices</i> ):	N/A
43.	Procedure for giving Special Redemption Notice if other than as specified in Condition 10.3 ( <i>Redemption Notices</i> ):	N/A
44.	Basis for selecting Notes where Daily Maximum Amount is exceeded if other than on a pro rata basis:	N/A
45.	Additional provisions relating to the redemption of the Notes:	N/A
46.	<b>Instalment Note Provisions:</b>	N/A
47.	<b>Exchangeable Notes Provisions:</b>	N/A
48.	<b>Equity Linked Notes, Equity Basket Notes Provisions:</b>	N/A
49.	<b>Single Index Notes, Basket of Indices Notes Provisions:</b>	N/A
50.	<b>Currency Linked Notes Provisions:</b>	N/A
51.	<b>Credit Linked Notes Provisions:</b>	N/A
52.	<b>Commodity Linked Notes Provisions:</b>	N/A
<b>Provisions relating to settlement</b>		
53.	Settlement type:	Cash Settlement

54.	Board Lot:	N/A
55.	Currency in which cash settlement will be made:	ZAR
56.	Early Redemption Payment Date:	As defined in Condition 2 ( <i>Interpretation</i> )
57.	Clearing System:	Strate
58.	Physical Delivery Date:	As defined in Condition 2 ( <i>Interpretation</i> )

### Definitions

59.	Definition of Business Day:	As defined in Condition 2 ( <i>Interpretation</i> )
60.	Definition of Exchange Business Day:	As defined in Condition 2 ( <i>Interpretation</i> )
61.	Definition of Maturity Notice Time:	As defined in Condition 2 ( <i>Interpretation</i> )
62.	Definition of Issuer Tax Event:	As defined in Condition 2 ( <i>Interpretation</i> )

### General Provisions

63.	Business Day Convention:	Modified Following Business Day Convention
64.	Relevant Clearing System:	Strate
65.	(a) Reuters page(s) (or other reference source) from which the exchange rate for currency conversion will be taken when calculating the Redemption Amount and/or the Early Redemption Amount, or  (b) the Reference Bank or Central Bank quoting the exchange rate for conversion pursuant to Condition 11.9.1 ( <i>Exchange Date</i> )	N/A  N/A
66.	Last Day to Register:	By 5:00pm on 26 January, 25 April, 26 July and 26 October in each year until the Maturity Date, or if such day is not a Business Day, the Business Day before each Books Closed Period.
67.	Books Closed Period[s]:	The Register will be closed from 27 January to 31 January, 26 April to 30 April, 27 July to 31 July, 27 October to 31 October (both dates inclusive) in each year until the Maturity Date.
68.	Determination Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
69.	Specified Office of the Determination Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
70.	Specified Office of the Issuer:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
71.	Calculation Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
72.	Specified Office of the Calculation Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
73.	Paying Agent:	FirstRand Bank Limited, acting through its Rand Merchant Bank division
74.	Specified Office of the Paying Agent:	1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
75.	Transfer and Settlement Agent:	FirstRand Bank Limited, acting through its Rand

76.	Specified Office of the Transfer and Settlement Agent:	Merchant Bank division 1 Merchant Place, cnr Rivonia Road and Fredman Drive, Sandton, 2196
77.	Provisions relating to stabilisation:	N/A
78.	Stabilising manager:	N/A
79.	Additional Selling Restrictions:	N/A
80.	ISIN No.:	ZAG000169897
81.	Stock Code:	FRS227
82.	Method of distribution:	Non-syndicated
83.	If syndicated, names of Managers:	N/A
84.	If non-syndicated, name of Dealer:	N/A
85.	Governing law (if the laws of South Africa are not applicable):	N/A
86.	Other Banking Jurisdiction:	N/A
87.	Surrendering of Notes in the case of Notes represented by a Certificate:	N/A
88.	Use of proceeds:	General Corporate Purposes
89.	Pricing Methodology:	N/A
90.	Ratings:	zaAA National Scale Long Term rated by S & P Global Ratings as at 26 November 2019.  For the avoidance of doubt, the Notes have not been individually rated.
91.	Receipts attached?	No
92.	Coupons attached?	No
93.	Stripping of Receipts and/or Coupons prohibited as provided in Condition 18.4 ( <i>Prohibition on Stripping</i> ):	No
94.	Any Conditions additional to, or modified from, those set forth in the Terms and Conditions:	N/A
95.	The following Relevant Annex(es) and further provisions shall apply to the Notes	N/A
96.	Total Notes in Issue:	ZAR 29 137 100 735.37
97.	Material Change Statement:	Since the date of the Issuer's latest interim financial report for the six months ended 31 December 2019, FirstRand Limited (the group), of which FirstRand Bank Limited is a wholly-owned subsidiary (representing approximately 75% of the group's balance sheet and earnings base), withdrew the financial guidance it had provided in its interim results announcement on 10 March 2020 on the group's expected earnings and ROE for the full year to 30 June 2020. This financial guidance was based on the group's macroeconomic view in early March 2020. The escalation of the COVID-19 pandemic (the pandemic) and the lockdown scenarios in most of the markets in which the group operates, has required significant revisions to the

group's macroeconomic forecasts. As a result, FirstRand Bank noteholders were advised on 24 April 2020 that FirstRand's 30 June 2020 financial performance guidance had been withdrawn and expected earnings and ROE performance for the full year to 30 June 2020 remain under review. FirstRand Bank noteholders are further referred to the trading statement released by FirstRand Limited on 4 June 2020, in which it indicated that although it does not have a final view of the performance of the lending books during May and June, it had sufficient insight to advise shareholders, with a reasonable degree of certainty, that headline earnings per share (HEPS), earnings per share (EPS) and normalised earnings per share (normalised EPS) for the current period are expected to be more than 20% lower than those reported at 30 June 2019. The main driver of this slowdown in group earnings growth is the materially higher credit impairment charge for the period, driven partly by deterioration in the lending portfolio performance, but more significantly by the forward-looking assumptions used in the modelling of expected credit losses. IFRS 9 requires the group to consider forward-looking information in the calculation of expected credit losses, therefore the group has estimated an increase in customer stress caused by the pandemic and resultant economic pressures anticipated over the next twelve to eighteen months. This stress has been incorporated into the calculation of the group's expected credit losses and has resulted in a material increase in provisioning, even though the year to June 2020 only includes three months of the pandemic. Other notable drivers of the decline in group earnings include the negative endowment impact on the back of interest rate cuts and margin pressure. Non-interest revenue growth has also showed a marked decline due to lower absolute volumes during the lockdown period. With regard to capital, funding and liquidity, the group and bank remain well capitalised and capital and liquidity ratios are expected to remain strong and well above required minimums. Apart from the impacts relating to the COVID-19 pandemic outlined above, the Issuer hereby confirms that as at the date of this applicable pricing supplement, there have been no other material changes in the financial or trading position of the Issuer and its subsidiaries since the date of the Issuer's latest interim financial report for the six months ended 31 December 2019. This statement has not been confirmed nor verified by the auditors of the Issuer. The Issuer continues to operate in a higher risk environment due to the impact of the pandemic. Investors are urged to continue to monitor the Issuer's announcements on SENS and all information pertaining to the risk factors inherent in investing in the Notes, including the risk factors specific to the Issuer and the sensitivity of the issue of Notes to such risk factors and all information pertaining to the description of the Issuer which are available at <https://www.firststrand.co.za/investors/debt-investor-centre/prospectuses-and-programme-memoranda/>.



**Responsibility:**

The Issuer certifies that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the Programme Memorandum together with this Applicable Pricing Supplement contains all information required by law and the Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the Programme Memorandum and the annual financial statements and/or the Pricing Supplements, and/or the annual financial report and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The issuance of the Notes contemplated in this Applicable Pricing Supplement will not result in the authorised amount contained in the Programme Memorandum being exceeded.

**Limitation of liability:**

The JSE takes no responsibility for the contents of the Programme Memorandum and the annual financial statements and/or the pricing supplements and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the Programme Memorandum and the annual financial statements and/or the pricing supplements and/or the annual report of the Issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the Programme Memorandum and listing of debt securities is not to be taken in any way as an indication of the merits of the Issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Application is hereby made to list this issue of Notes on 31 July 2020.

**SIGNED** at Sandton on 29 July 2020.


For and on behalf of  
**FIRSTRAND BANK LIMITED**



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Name: A Olding  
Capacity: Authorised Signatory  
Who warrants his authority hereto

For and on behalf of  
**FIRSTRAND BANK LIMITED**



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Name A Stuart:  
Capacity: Authorised Signatory  
Who warrants his authority hereto